

# Constitution of the European Go Federation

Set at the Annual General Meeting of the European Go Federation on July 29, 2014

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## **Section 1 - Name and Aims**

### **Article 1.1 Name and Location**

- 1.1.1 The Federation shall be called the European Go Federation (EGF).
- 1.1.2 It is located in Amstelveen, the Netherlands.

### **Article 1.2 Purpose**

- 1.2.1 The purpose of the EGF is to encourage, regulate, coordinate, and disseminate the playing of Go in Europe. The EGF is a non-profit organization, has no political purpose, and is interested only in the promotion of Go.
- 1.2.2 In accordance with this purpose, the specific objectives shall be as follows:
  - To establish guidelines for tournaments and championships;
  - To establish guidelines on grading's and rankings of players in Europe;
  - To ensure that a European Championship is organised each year;
  - To represent the interests of European Go both inside and outside of Europe;
  - To take such other action as may be expedient to further the main purpose of the EGF.

## **Section 2 - Membership**

### **Article 2.1 Membership**

- 2.1.1 Membership of the EGF shall be open to the National Go Organization of every internationally recognised European country. The General Meeting may make exceptions to the geographical aspect of this rule. If a country is a federal state, and this federal state has an overall Go organization, then only this overall Go organization can become a member of the EGF. There can only be one member organization from any one country. Any disputes concerning membership must be referred to the General Meeting.

### **Article 2.2 Admission to membership and observer status**

- 2.2.1 Any Go organization in a country that does not already have a member organization of the EGF may be admitted to Observer status of the EGF by the Executive Committee, provided this organization meets the conditions in article 2.2.2.
- 2.2.2 An Observer organization may later apply for membership. The Executive Committee may propose admission of this organization to the General Meeting, but only if this organization has regulations, which provide:
  - clear rules about that country's representation in the international tournaments where player selection is needed;
  - admission on reasonable terms of every player wanting to join the (proposed) member, even if they may already be a member of another Go organization;
  - a procedure for handling internal conflicts;
  - the possibility of appeal to the EGF Appeals Commission, if a problem cannot be resolved internally.
- 2.2.3 For admission, a simple majority of the General Meeting is sufficient.

### **Article 2.3 Termination of membership**

- 2.3.1 A resignation from the EGF must be sent in writing to the Secretary. Any outstanding debts must be paid in full before termination date. If the debts are not met, the relevant organization shall be termed "in default" and cannot be readmitted until past debts are cleared.

- 2.3.2 Any organization that has not paid its membership fee for three years must be referred to the General Meeting, which by a two-thirds majority shall decide whether it should be considered "in default".
- 2.3.3 If a member nation has harmed the reputation or the interests of the EGF, or has broken the discipline or fairness necessary for the correct working of the EGF, or has permitted this to happen, it can be referred to the General Meeting, which by a two-thirds majority vote can expel it or take other appropriate action.
- 2.3.4 If a member does not meet the conditions as mentioned in section 4 anymore, it could be considered as breaking the discipline or fairness necessary for the correct working of the EGF. Appropriate action may be suspension of membership, with appropriate loss of membership rights, until a General Meeting reinstates that member.

## **Section 3 - Structure and Organization**

### **Article 3.1 General Meeting**

- 3.1.1 The General Meeting is the highest authority of the EGF. The business of the meeting will be carried out in English. The General Meeting has the following functions and powers:
- to admit new members;
  - to suspend or exclude a National Organization from membership;
  - to vote on all the elective positions, including the Executive Committee and Auditor;
  - to remove any person from an elective position;
  - to approve the siting of future Congresses;
  - to approve the annual report of the Executive Committee;
  - to approve the annual financial report and accounts and to receive the Auditors' report;
  - to approve the budget;
  - to approve long-term plans;
  - to approve the previous minutes;
  - to approve the Constitution and any amendment thereto;
  - to approve the General Regulations and any amendment thereto;
  - to decide on the dissolution of the EGF;
  - to decide on any other items on the Agenda.
- 3.1.2 Decisions shall come into force immediately following a General Meeting session at which they are adopted.
- 3.1.3 At the General Meeting, every member may have up to two delegates and shall vote according to the Voting System in the General Regulations. Only members with delegates present at the meeting may vote, although written 'position papers' may be accepted. Only members who are fully paid up may vote, although Observer organizations, organizations not fully paid up and individuals (the latter at the discretion of the President) may offer their comments.
- 3.1.4 The normal business of the meeting will be carried by simple majority of votes (abstentions not being counted as votes). In the case of a tie, if the business concerned is old, then the motion has been defeated. If the motion concerns new business, then the President casts the deciding vote.
- 3.1.5 Matters discussed at General Meetings are only secret if specifically so decided.

### **Article 3.2 Annual General Meeting**

- 3.2.1 An Annual General Meeting (AGM) shall take place during the European Go Congress. If such a Congress does not take place, then the Executive Committee will determine a date and location for that year's AGM.

### Article 3.3 Special General Meeting

- 3.3.1 At the request of either the Executive Committee or five members in good standing, a Special General Meeting (SGM) may be called. Such a request must be directed to the Secretary who is then responsible for establishing a place and a time for the meeting in consultation with any members desiring the meeting. The announcement of the meeting, together with its agenda, must be circulated to the members not later than one month after receiving the call and at least two months before the meeting is to take place.
- 3.3.2 The quorum for a SGM is one-third of votes of the members in good standing.
- 3.3.3 For a SGM, voting by post will be permitted. Also, at the request of those calling for the SGM, voting by post can replace this meeting. Ballots received by post must be duly certified that they come from the named member. As postal votes are allowed, at least a two-thirds majority of votes of members in good standing is required to be cast (for, against or abstention).

### Article 3.4 Executive Committee

- 3.4.1 The Executive Committee is responsible for the management of the activities, the finance of the EGF and defines the general strategy, business and sport policy.
- 3.4.2 The Executive Committee shall decide on all matters not otherwise reserved to another body of the EGF. In an emergency situation, the Executive Committee may, by a two-thirds majority of votes cast, pass resolutions, which are normally the prerogatives of the General Meeting, unless such decision is expressly excluded in these bylaws or in the regulations of the EGF. In such cases, the members shall be notified promptly of these measures. If a majority of the members eligible to vote, responding within thirty days of the date of the notice, signifies its disapproval, the measure shall be rescinded if possible.
- 3.4.3 The Officers of the EGF shall be at a minimum: President, Vice-President, Treasurer and Secretary. Up to three Vice-Presidents and further officers and may be added to the Executive at the discretion of the General Meeting.
- 3.4.4 The Officers will be elected by the General Meeting for a period of three years. Should any Officer not be able to complete the term of his office for any reason, or should he resign by submitting a written note of resignation to the Executive, the remaining officers will attempt to find a replacement, who will hold the office until the next General. If no successor can be found then one of the remaining officers will undertake the duties until the next General Meeting.
- 3.4.5 Meetings of the Executive Committee may be convened at the request of the President or one-third of its members. Meetings may validly be held via videoconference or conference call when appropriate. Minutes of all meetings shall be supervised by the Secretary. The passing of resolutions shall require the approval of a simple majority of the officers who are present (abstentions not being counted as votes). Resolution may also be passed by correspondence provided that an absolute majority of the officers accept such Resolutions and provided that one-third or more of them do not require a formal meeting to discuss. Resolutions take effect immediately upon approval unless otherwise specified. The General Regulations will set out the procedures for convening and holding the meetings of the Executive Committee.

### Article 3.5 President

- 3.5.1 The President represents the EGF in all official capacities and chairs the General Meeting. The President shall prepare an annual report on his activities for the AGM.
- 3.5.2 The Vice-Presidents shall cooperate with the President. If, for any reason whatsoever, the President can no longer perform his duties, the Vice-President, or one of the Vice-Presidents chosen by the Executive Committee, shall temporarily take his place.

### **Article 3.6 Treasurer**

3.6.1 The Treasurer collects subscriptions from members and keeps and collates records of expenditures and receipts. The Treasurer will maintain a financial year, which will end so as to leave sufficient time to prepare a report that must be submitted to the auditors in time for them to check the financial reports before the AGM. These reports will also be circulated to the members with the agenda for the AGM.

### **Article 3.7 Secretary**

3.7.1 The Secretary deals with all written business for the EGF. Where appropriate, the Secretary will receive and retain copies of the President and Treasurer's correspondence that will be filed together with copies of his own letters in the archives. All substantive correspondence shall be in English. Access to internal correspondence of the Executive Committee may, at the discretion of the Committee, be restricted.

3.7.2 It is responsibility of the Secretary, in consultation with the organisers of the Congress, to fix a date for the AGM. The Secretary must write up the minutes of the General Meeting and circulate them to all members within a reasonable period of time.

3.7.3 The Secretary shall prepare an annual report on his activities for the AGM.

### **Article 3.8 Commissions**

3.8.1 The Executive Committee can install Commissions. The Executive Committee must define activities, finance, and limitations for a Commission. Commissions have to be announced to the members by the Secretary within 30 days of their formation.

3.8.2 A commission may have any number of members. The Executive Committee must appoint one of the members Chairman. This Chairman, alternatively the Executive, will report to the AGM on the activities of the Commission during the preceding year.

3.8.3 Financial transactions by the members of a Commission are subject to annual examination by the Auditors. The financial report of a Commission will be attached to the report of the Treasurer. However, if separate funding exists, separate bookkeeping is permitted.

### **Article 3.9 Auditors**

3.9.1 The AGM shall elect two Auditors. Further auditors may be added at the discretion of the AGM. The auditors are responsible for checking the correctness of any financial reports produced by the Treasurer and for advising the AGM on the efficiency and effectiveness of the organization of the EGF.

### **Article 3.10 Appeals Committee**

3.10.1 The Appeals Committee, installed by the General Meeting, shall have the following functions:

- to hear and decide on appeals;
- to act as an arbitration panel for disputes within the world of Go in Europe, if the EGF or the EGF's disciplinary procedures are not directly involved in such a dispute;
- to prepare the Regulations and possible sanctions governing Appeals for approval by the General Meeting.

## **Section 4 - General**

### **Article 4.1 Appeals**

- 4.1.1 An Appeal may be lodged by any person or body with a legitimate interest against any decision made by any person or body authorised under the Statutes, General Regulations, regulations and rules, provided it is admissible.
- 4.1.2 Until Regulations governing Appeals are approved by a General Meeting, the Appeals Committee will work in the way the committee decides, considering reasonableness and due process.

### **Article 4.2 Sanctions**

- 4.2.1 The regime of sanctions is set forth in the General Regulations and/or applicable regulations and rules.

### **Article 4.3 Finance**

- 4.3.1 The EGF shall be financed by such subscriptions from national organizations, as well as any donations and other income legally obtained.

### **Article 4.4 Conflict of interest**

- 4.4.1 No individual may simultaneously hold the positions of member of the Executive Committee, Auditor or member of the Appeals Committee.
- 4.4.2 Conflict of interest, defined as any personal, professional or financial relationship, including relationships of family members that could influence or be perceived to influence objectivity when representing or conducting business or other dealings for or on behalf of the EGF, must be avoided whenever practicable.

### **Article 4.5 Amendments to the Constitution**

- 4.5.1 Only the General Meeting can make amendments to the Constitution. Any proposed change to the Constitution must be circulated to members at least 6 months in advance of the meeting at which it will come to a vote.
- 4.5.2 Voting on such changes may only take place at a meeting where at least a two-thirds majority of votes of members in good standing is represented. In order to be accepted, a two-thirds majority at this meeting must approve the changes (abstentions not being counted as votes).

### **Article 4.6 Dissolution and Liquidation**

- 4.6.1 The dissolution of the EGF is decided upon exclusively at a General Meeting or at a meeting called expressly for this purpose, provided that two-thirds of votes of the members in good standing are present. A majority of three quarters of those present is required to approve the dissolution.
- 4.6.2 In the case of the liquidation of the EGF, the property is to be transferred to the International Go Federation (IGF).

### **Article 4.7 General Regulations and Appendices**

- 4.7.1 The application of this Constitution is determined by the General Meeting through the General Regulations and Appendices, whose provisions are adopted by simple majority. Should there be any discrepancies between the two, the Constitution shall prevail.